

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

In re:	)	
	)	Case No: 3:19-bk-1971
CAPSTONE PEDIATRICS, PLLC,	)	Chapter 11
	)	Judge Randal S. Mashburn
Debtor.	)	

**NOTICE OF AUCTION AND SALE HEARING**

**PLEASE TAKE NOTICE** that on March 28, 2019 (the “Petition Date”), the above-captioned debtor (the “Debtor”), by and through their undersigned counsel, filed voluntary petitions for relief (the “Chapter 11 Cases”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

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**PLEASE TAKE FURTHER NOTICE** that on May \_\_, 2020, the United States Bankruptcy Court for the Middle District of Tennessee (the “Bankruptcy Court”) entered an order (the “Bid Procedures Order”) approving the *EXPEDITED ORDER (I) APPROVING BIDDING PROCEDURES FOR THE SALE OF THE DEBTOR'S ASSETS, (II) SCHEDULING BID DEADLINES, AN AUCTION AND SALE, (III) APPROVING THE FORM AND MANNER OF NOTICE THEREOF, (V) APPROVING CONTRACT ASSUMPTION AND ASSIGNMENT PROCEDURES, AND (VI) GRANTING RELATED RELIEF* (the “Sale Motion”), filed by the Debtor.

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**PLEASE TAKE FURTHER NOTICE** that the Debtor seeks authority under the Sale Motion to, among other things, sell Debtor’s Assets free and clear of all liens, claims, encumbrances, and other interests, including, without limitation, all rights of setoff, recoupment, netting and deductions, rights of first offer, first refusal and other similar contractual property, legal or equitable rights, and any successor or successor-in-interest liability theories (collectively, “Encumbrances”), to the fullest extent allowable under section 363(f) of the Bankruptcy Code, with all Encumbrances attaching with the same validity and priority to the Sale proceeds. The Sale Motion also seeks authority for the Debtor to assume and assign certain executory contracts and unexpired leases to the successful bidder under section 365 of the Bankruptcy Code in accordance with the Assumption and Assignment Procedures set forth in the Bidding Procedures Order (defined below). Further, the Sale Motion seeks to extend the post-petition priming lien of the DIP Lender, to determine the claim and lien priorities in the sale proceeds, and to direct disbursement of the sale proceeds to the DIP Lender.

**PLEASE TAKE FURTHER NOTICE** that on May \_\_, 2020, the Bankruptcy Court entered an order (the “Bidding Procedures Order”) approving the bidding procedures (the “Bidding Procedures”) attached as Exhibit 1 to the Bidding Procedures Order. The Bidding Procedures set the key dates and times related to the Sale of the Assets and assumption and assignment of the executory contracts and unexpired leases. All interested parties should carefully read the Sale Motion, Bidding Procedures Order and the Bidding Procedures. To the extent that there are any inconsistencies between the Bidding Procedures Order (including the Bidding Procedures) and the

summary description of its terms and conditions contained in this Notice of Auction and Sale Hearing, the terms of the Bidding Procedures Order shall control.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Bidding Procedures Order and Bidding Procedures, if one or more Qualified Bids are received by the Bid Deadline, an auction (the “Auction”) to sell the Assets will be conducted on **June 12, 2020, starting at 10:00 a.m. (prevailing central Time)** at the offices of Burr & Forman LLP, 222 Second Ave. South, Suite 2000, Nashville, TN 37201, or such other location as shall be timely communicated to all persons entitled to attend the Auction. The Debtors may cancel the Auction pursuant to the Bidding Procedures.

**PLEASE TAKE FURTHER NOTICE** that a hearing will be held to approve the Sale of the Assets to the Successful Bidder (the “Sale Hearing”) before the United States Bankruptcy Court for the Middle District of Tennessee, 701 Broadway, Nashville, TN 37203 on **June 16, 2020 at 9:00 a.m. (prevailing Central Time)**, or at such time thereafter as counsel may be heard or at such other time as the Bankruptcy Court may determine. The Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by filing a notice on the Court’s docket for these Chapter 11 Cases or the making of an announcement at the Sale Hearing.

**PLEASE TAKE FURTHER NOTICE** that objections to the Sale shall be filed and served so as to be received no later than **June 15, 2020 at 4:00 p.m. (prevailing Central Time)** by the Court and by counsel for the Debtors, .

**PLEASE TAKE FURTHER NOTICE** that this Notice of Auction and Sale Hearing is subject to the full terms and conditions of the Sale Motion, Bidding Procedures Order and Bidding Procedures, which shall control in the event of any conflict. The Debtor encourages parties in interest to review such documents in their entirety. Copies of the Sale Motion, the Bidding Procedures, the Bidding Procedures Order, and all other documents filed with the Court may be obtained upon request from the Debtor’s counsel Burr & Forman LLP, 222 Second Ave. South, Suite 2000, Nashville, TN 37201, (Attn: David W. Houston, IV, [dhouston@burr.com](mailto:dhouston@burr.com)).

Respectfully submitted,

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